

State, and regional safety organizations, and to establish, regulate, and discontinue departmental subdivisions and local, State, and regional chapters in appropriate places throughout the United States, its Territories and possessions; and

(15) to do any and all acts and things necessary and proper to carry out the objects and purposes of the corporation and, for such purpose, the corporation shall also have, in addition to the foregoing in this section and subsection, the rights, powers, duties, and liabilities of the existing corporation referred to in section 478 of this title as far as they are not modified or superseded by this chapter.

(Aug. 13, 1953, ch. 429, § 4, 67 Stat. 570.)

**§ 465. Principal office; territorial scope of activities; agent for service of process**

(a) The principal office of the corporation shall be located in Chicago, Illinois, or in such other place as may later be determined by the board of directors, but the activities of the corporation shall not be confined to that place and may be conducted throughout the various States, Territories, and possessions of the United States.

(b) The corporation shall maintain at all times in the District of Columbia a designated agent authorized to accept service or process for the corporation, and notice to or service upon such agent, or mailed to the business address of such agent, shall be deemed notice to or service upon the corporation.

(Aug. 13, 1953, ch. 429, § 5, 67 Stat. 570.)

**§ 466. Membership; voting rights**

(a) Eligibility for membership in the corporation and the rights and privileges of members shall, except as provided in this chapter, be determined as the constitution and bylaws of the corporation may provide.

(b) Each member of the corporation, other than honorary and sustaining members, shall have the right to one vote on each matter submitted to a vote at all meetings of the members of the corporation. The corporation may, by its constitution and bylaws, provide for additional voting rights in accordance with dues paid.

(Aug. 13, 1953, ch. 429, § 6, 67 Stat. 571.)

**§ 467. Board of directors**

**(a) Composition of initial board**

Upon enactment of this chapter the membership of the initial board of directors of the corporation shall consist of the present members of the board of directors of the National Safety Council, Inc., referred to in section 478 of this title, or such of them as may then be living and are qualified directors of that corporation, to wit—E. F. du Pont, Wilmington, Delaware; Franklin M. Kreml, Evanston, Illinois; A. F. Allen, Dallas, Texas; J. I. Banash, West Los Angeles, California; William B. Barton, Washington, District of Columbia; C. W. Bergquist, Indianapolis, Indiana; R. A. L. Bogan, Chicago, Illinois; Norman E. Borgerson, Lansing, Michigan; Harry H. Brainerd, Pittsburgh, Pennsylvania;

Fred W. Braun, Wausau, Wisconsin; Theo Brown, Moline, Illinois; E. J. Buhner, Louisville, Kentucky; Alfred W. Cantwell, Washington, District of Columbia; Ray Carr, Portland, Oregon; Jesse Clark, Chicago, Illinois; Reginald M. Cleveland, New York, New York; William L. Connolly, Washington, District of Columbia; Doctor B. L. Corbett, Milwaukee, Wisconsin; Charles R. Cos, New York, New York; Ernest G. Cox, Washington, District of Columbia; R. S. Damon, Kansas City, Missouri; Ned H. Dearborn, Chicago, Illinois; J. Dewey Dorsett, New York, New York; E. F. du Pont, Wilmington, Delaware; Martin P. Durkin, Washington, District of Columbia; Wallace Falvey, Boston, Massachusetts; Kirk Fox, Des Moines, Iowa; C. H. Gallaway, Southbridge, Massachusetts; George F. Getz, Junior, Chicago, Illinois; Gordon C. Graham, Detroit, Michigan; Howard Gramlich, Chicago, Illinois; W. Earl Hall, Mason City, Iowa; R. A. Harschnek, Chicago, Illinois; O. R. Hartwig, Portland, Oregon; Doctor Herold C. Hunt, Chicago, Illinois; Harold P. Jackson, Newark, New Jersey; George A. Jacoby, Detroit, Michigan; Mrs. George W. Jaqua, Winchester, Indiana; Joseph M. Kaplan, Los Angeles, California; E. W. Kempton, Pittsburgh, Pennsylvania; Mrs. Fred W. Knight, Cartersville, Georgia; Franklin M. Kreml, Evanston, Illinois; Walter G. Legge, New York, New York; Boyd Lewis, New York, New York; Thomas H. MacDonald, College Station, Texas; Miss Marion E. Martin, Augusta, Maine; I. W. Millard, Danville, Illinois; Harry M. Moses, Washington, District of Columbia; D. E. Mumford, New York, New York; Hallie L. Myers, Indianapolis, Indiana; Guy L. Noble, Chicago, Illinois; Henry E. North, San Francisco, California; Clifton W. Phalen, Detroit, Michigan; Harry L. Powell, Milwaukee, Wisconsin; Harry Read, Washington, District of Columbia; A. V. Rohweder, Duluth, Minnesota; Robert T. Ross, Dearborn, Michigan; Doctor K. Frances Scott, Northampton, Massachusetts; Honorable Lee E. Skeel, Cleveland, Ohio; Robert R. Snodgrass, Atlanta, Georgia; Leslie J. Sorenson, Chicago, Illinois; Doctor H. J. Stack, New York, New York; J. C. Stennett, Chicago, Illinois; W. A. Stewart, Southbridge, Massachusetts; Miss Judith Waller, Chicago, Illinois; Mrs. George Welles, Junior, Duluth, Minnesota; Doctor George M. Wheatley, New York, New York; E. C. Woodward, Milwaukee, Wisconsin; and Doctor William P. Yant, Pittsburgh, Pennsylvania.

**(b) Composition of subsequent boards; tenure**

Thereafter, the board of directors of the corporation shall consist of such number (not less than fifteen), shall be selected in such manner (including the filling of vacancies), and shall serve for such term as may be prescribed in the constitution and bylaws of the corporation.

**(c) Duties**

The board of directors shall be the governing board of the corporation and shall, during the intervals between corporation meetings, be responsible for the general policies and program of the corporation. The board shall be responsible for all finance except as provided for in section 469 of this title.

(Aug. 13, 1953, ch. 429, § 7, 67 Stat. 571.)

**§ 468. Officers**

(a) The officers of the corporation shall be a chairman of the board of directors, a president, three or more vice presidents (as may be prescribed in the constitution and bylaws of the corporation), a secretary, a treasurer, and an executive vice president. The duties of the officers shall be as prescribed in the constitution and bylaws of the corporation.

(b) Officers, except the executive vice president, shall be elected annually at the annual meeting of the corporation. The executive vice president shall be elected by the board of directors in such manner as may be prescribed by the constitution and bylaws of the corporation.

(Aug. 13, 1953, ch. 429, § 8, 67 Stat. 572.)

**§ 469. Trustees; powers**

There shall be trustees, whose number (not less than fifteen), method of selection, and term of office shall be as the constitution and bylaws of the corporation may prescribe. The trustees shall have full power and control over such contributed funds as may be raised by them.

(Aug. 13, 1953, ch. 429, § 9, 67 Stat. 572.)

**SECTION REFERRED TO IN OTHER SECTIONS**

This section is referred to in section 467 of this title.

**§ 470. Distribution of income or assets to members; loans**

(a) No part of the income or assets of the corporation shall inure to any member, officer, or director, or be distributable to any such person otherwise than upon dissolution or final liquidation of the corporation as provided in section 476 of this title. Nothing in this subsection, however, shall be construed to prevent the payment of compensation to officers of the corporation in amounts approved by the executive committee of the corporation.

(b) The corporation shall not make loans to its officers, directors, or employees. Any director who votes for or assents to the making of a loan to an officer, director, or employee of the corporation, and any officer who participates in the making of such loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

(Aug. 13, 1953, ch. 429, § 10, 67 Stat. 572.)

**§ 471. Nonpolitical nature of corporation**

The corporation, and its officers, directors, and duly appointed agents as such, shall not contribute to or otherwise support or assist any political party or candidate for office.

(Aug. 13, 1953, ch. 429, § 11, 67 Stat. 573.)

**§ 472. Liability for acts of officers and agents**

The corporation shall be liable for the acts of its officers and agents when acting within the scope of their authority.

(Aug. 13, 1953, ch. 429, § 12, 67 Stat. 573.)

**§ 473. Prohibition against issuance of stock or payment of dividends**

The corporation shall have no power to issue any shares of stock nor to declare nor pay any dividends.

(Aug. 13, 1953, ch. 429, § 13, 67 Stat. 573.)

**§ 474. Books and records; inspection**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors; and it shall also keep at its principal office a record of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member entitled to vote, or his agent or attorney, for any proper purpose, at any reasonable time.

(Aug. 13, 1953, ch. 429, § 14, 67 Stat. 573.)

**§ 475. Repealed. Pub. L. 88-504, § 4(19), Aug. 30, 1964, 78 Stat. 637**

Section, act Aug. 13, 1953, ch. 429, § 15, 67 Stat. 573, related to audit of financial transactions and report of such audit to Congress. See sections 1101 to 1103 of this title.

**§ 476. Use of assets on dissolution or liquidation**

Upon final dissolution or liquidation of the corporation, and after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets of the corporation may be distributed in accordance with the determination of the board of directors of the corporation and in compliance with the constitution and bylaws of the corporation and all Federal and State laws applicable thereto.

(Aug. 13, 1953, ch. 429, § 16, 67 Stat. 573.)

**SECTION REFERRED TO IN OTHER SECTIONS**

This section is referred to in section 470 of this title.

**§ 477. Exclusive right to name, emblems, seals, and badges**

The corporation, and its subordinate divisions and regional, State, and local chapters, shall have the sole and exclusive right to use the name, National Safety Council. The corporation shall have the exclusive and sole right to use, or to allow or refuse the use of, such emblems, seals, and badges as it may legally adopt, and such emblems, seals, and badges as have heretofore been used by the Illinois corporation referred to in section 478 of this title in carrying out its program, it being distinctly understood, however, that nothing in this chapter shall interfere or conflict with established or vested rights.

(Aug. 13, 1953, ch. 429, § 17, 67 Stat. 574.)

**§ 478. Acquisition of assets and liabilities of existing corporation**

The corporation may acquire the assets of the National Safety Council, Incorporated, a corporation organized under the laws of the State of Illinois, upon discharging or satisfactorily providing for the payment and discharge of all of the liability of such corporation and upon complying with all laws of the State of Illinois applicable thereto.

(Aug. 13, 1953, ch. 429, § 18, 67 Stat. 574.)

**SECTION REFERRED TO IN OTHER SECTIONS**

This section is referred to in sections 464, 467, 477 of this title.